

# ITEL

May 23, 1991

## IteI Rail Corporation

550 California Street  
San Francisco, CA 94104  
(415) 984-4200

Hon. Sidney L. Strickland, Jr., Esq.  
Secretary

Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO

8246-123 V

MAY 24 1991 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

1-144A003

Re: Release and Termination

Dear Mr. Strickland:

On behalf of IteI Rail Corporation, the above instruments, in five (5) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$15 recordation fee.

Please record this Release and Termination, dated as of May 9, 1991, under the Equipment Lease Agreement dated March 16, 1976, as amended, between IteI Rail Corporation and McDonnell Douglas Finance Corporation, which was filed with the ICC on March 26, 1976, under Recordation No. 8246.

The parties to the aforementioned Release and Termination are listed below:

IteI Rail Corporation (Lessee)  
550 California Street  
San Francisco, California 94104

McDonnell Douglas Finance Corporation (Lessor)  
340 Golden Shore  
Long Beach, California 90802

Under this Release and Termination, McDonnell Douglas terminates the Equipment Lease and releases any security interest it has or might have with respect to the Railcars identified on Exhibit A thereto and to the Sublease Assignment with Sabine River and Northern Railway Company.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*Patricia Schumacker*

Patricia Schumacker  
Legal Assistant

FILED  
MAY 24 1991  
FBI - SAN FRANCISCO

RECORDATION NO. 8246-V  
FILED MAY 24 1991

**FULL RELEASE AND TERMINATION**

MAY 24 1991 -10 ~ AM  
INTERSTATE COMMERCE COMMISSION

This Full Release and Termination ("Full Release") is dated as of May 6, 1991, and made by McDonnell Douglas Finance Corporation, a Delaware corporation ("McDonnell Douglas"), in favor of Itel Rail Corporation, a Delaware corporation ("Rail").

WHEREAS, McDonnell Douglas and SSI Rail Corp. ("SSI") entered into an equipment lease agreement, as amended, dated as of March 16, 1976, together with Schedule IER No. 144-002, dated as of April 19, 1976, which was filed with the I.C.C. pursuant to U.S.C. Section 11303(a) on April 20, 1976, and given Recordation No. 8246-D (such equipment lease, as and to the extent it relates to the equipment listed on Schedule IER No. 144-002, and Schedule IER No. 144-002, collectively, the "Equipment Lease"), which was filed with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on March 26, 1976, and given Recordation No. 8246; and

WHEREAS, pursuant to the Equipment Lease, SSI leased from McDonnell Douglas fifty (50) units of railroad equipment bearing reporting marks SRN 5100-5149 (the "Railcars"); and

WHEREAS, as permitted under the Equipment Lease, SSI entered into a lease agreement dated March 26, 1976, with the Sabine River and Northern Railway Company, for the Railcars which was filed with the I.C.C. pursuant to U.S.C. Section 11303(a), on March 26, 1976, and given Recordation No. 8246 (the "SRN Sublease"); and

WHEREAS, as security for amounts due McDonnell Douglas and for performance of SSI's obligations under the Equipment Lease, SSI assigned its rights under the SRN Sublease to McDonnell Douglas by way of an assignment of sublease dated April 20, 1976 (the "Sublease Assignment"), which Sublease Assignment was filed pursuant to 49 U.S.C. Section 11303(a), on April 20, 1976, and given Recordation Nos. 8246-E; and

WHEREAS, Itel merged SSI into itself and assigned to Rail all its right, title and interest in and to the Equipment Lease and the Sublease Assignment by way of an Assignment and Amendment of Lease Agreement dated as of February 7, 1983, which was filed with the I.C.C., pursuant to 49 U.S.C. Section 11303(a) on May 27, 1983, and given Recordation No. 8246-K; and

WHEREAS, effective as of April 9, 1991, Rail purchased from McDonnell Douglas and McDonnell Douglas sold to Rail forty-seven (47) railcars bearing reporting marks ASAB 7090-7099 (non-sequential) and HS 5000-5097 (non-sequential), which railcars had been subject to the equipment lease agreement, as amended, dated as of March 16, 1976, and Schedule IER No. 144-001 thereto, dated as of March 16, 1976, and McDonnell Douglas has released its interest in such railcars and terminated said lease agreement (as and to the extent it related to such railcars) pursuant to a release and termination dated as of April 9,

1991, which was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on April 29, 1991, and given Recordation No. 8246-T; and

WHEREAS, Rail has repaid its obligations to McDonnell Douglas under the terms of the Equipment Lease, the term of the Equipment Lease has expired by its terms, and pursuant to the Equipment Lease, Rail is granted the option to purchase the Railcars from McDonnell Douglas; and

WHEREAS, effective as of the date hereof, Rail has purchased from McDonnell Douglas and McDonnell Douglas has sold to Rail the Railcars (which Railcars are identified on Exhibit A attached hereto); and

WHEREAS, McDonnell Douglas has agreed to release the security interest granted to it under the Sublease Assignment and to make public the termination of the Equipment Lease; and


WHEREAS, McDonnell Douglas and Rail desire to make this Full Release a matter of public record.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Equipment Lease and the Sublease Assignment, McDonnell Douglas agrees as follows:

1. McDonnell Douglas hereby terminates the Equipment Lease in its entirety, except as to rights and obligations that, by their terms, shall survive expiration or termination, and fully, completely and irrevocably releases any security interest it has or might have in and to the Railcars, the Sublease Assignment and the SRN Sublease, effective as of May 6, 1991.
2. This Full Release is governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, McDonnell Douglas has executed and delivered this Full Release as of the date first above written.

**McDONNELL DOUGLAS  
FINANCE CORPORATION**

By 

Title Director-Equipment Portfolio

STATE OF CALIFORNIA

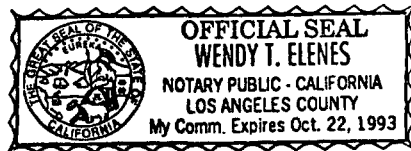
)

) ss.

COUNTY OF LOS ANGELES

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On this 10<sup>th</sup> day of May, 1991, before me personally appeared Gary A. Willett  
personally known to me to be to be the person who executed the within instrument as Director-Equip. Portfolio of McDonnell Douglas Finance Corporation and acknowledged  
to me that the corporation executed it.



Wendy Elenes  
Notary Public

**EXHIBIT A**

**DESCRIPTION OF RAILROAD EQUIPMENT**

<b><u>No. of Units</u></b>	<b><u>Mechanical Designation</u></b>	<b><u>Description</u></b>	<b><u>Reporting Marks</u></b>
50	XM	50 foot boxcar	SRN 5100-5149

8246-2  
MAY 24 1991 -10 - AM

**FULL RELEASE AND TERMINATION** INTERSTATE COMMERCE COMMISSION

This Full Release and Termination ("Full Release") is dated as of May 6, 1991, and made by McDonnell Douglas Finance Corporation, a Delaware corporation ("McDonnell Douglas"), in favor of Itel Rail Corporation, a Delaware corporation ("Rail").

WHEREAS, McDonnell Douglas and SSI Rail Corp. ("SSI") entered into an equipment lease agreement, as amended, dated as of March 16, 1976, together with Schedule IER No. 144-002, dated as of April 19, 1976, which was filed with the I.C.C. pursuant to U.S.C. Section 11303(a) on April 20, 1976, and given Recordation No. 8246-D (such equipment lease, as and to the extent it relates to the equipment listed on Schedule IER No. 144-002, and Schedule IER No. 144-002, collectively, the "Equipment Lease"), which was filed with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on March 26, 1976, and given Recordation No. 8246; and

WHEREAS, pursuant to the Equipment Lease, SSI leased from McDonnell Douglas fifty (50) units of railroad equipment bearing reporting marks SRN 5100-5149 (the "Railcars"); and

WHEREAS, as permitted under the Equipment Lease, SSI entered into a lease agreement dated March 26, 1976, with the Sabine River and Northern Railway Company, for the Railcars which was filed with the I.C.C. pursuant to U.S.C. Section 11303(a), on March 26, 1976, and given Recordation No. 8246 (the "SRN Sublease"); and

WHEREAS, as security for amounts due McDonnell Douglas and for performance of SSI's obligations under the Equipment Lease, SSI assigned its rights under the SRN Sublease to McDonnell Douglas by way of an assignment of sublease dated April 20, 1976 (the "Sublease Assignment"), which Sublease Assignment was filed pursuant to 49 U.S.C. Section 11303(a), on April 20, 1976, and given Recordation Nos. 8246-E; and

WHEREAS, Itel merged SSI into itself and assigned to Rail all its right, title and interest in and to the Equipment Lease and the Sublease Assignment by way of an Assignment and Amendment of Lease Agreement dated as of February 7, 1983, which was filed with the I.C.C., pursuant to 49 U.S.C. Section 11303(a) on May 27, 1983, and given Recordation No. 8246-K; and

WHEREAS, effective as of April 9, 1991, Rail purchased from McDonnell Douglas and McDonnell Douglas sold to Rail forty-seven (47) railcars bearing reporting marks ASAB 7090-7099 (non-sequential) and HS 5000-5097 (non-sequential), which railcars had been subject to the equipment lease agreement, as amended, dated as of March 16, 1976, and Schedule IER No. 144-001 thereto, dated as of March 16, 1976, and McDonnell Douglas has released its interest in such railcars and terminated said lease agreement (as and to the extent it related to such railcars) pursuant to a release and termination dated as of April 9,

1991, which was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on April 29, 1991, and given Recordation No. 8246-T; and

WHEREAS, Rail has repaid its obligations to McDonnell Douglas under the terms of the Equipment Lease, the term of the Equipment Lease has expired by its terms, and pursuant to the Equipment Lease, Rail is granted the option to purchase the Railcars from McDonnell Douglas; and

WHEREAS, effective as of the date hereof, Rail has purchased from McDonnell Douglas and McDonnell Douglas has sold to Rail the Railcars (which Railcars are identified on Exhibit A attached hereto); and

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WHEREAS, McDonnell Douglas and Rail desire to make this Full Release a matter of public record.

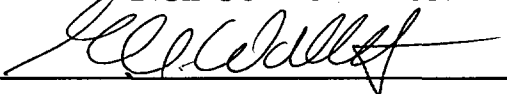
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1. McDonnell Douglas hereby terminates the Equipment Lease in its entirety, except as to rights and obligations that, by their terms, shall survive expiration or termination, and fully, completely and irrevocably releases any security interest it has or might have in and to the Railcars, the Sublease Assignment and the SRN Sublease, effective as of May 6, 1991.
2. This Full Release is governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, McDonnell Douglas has executed and delivered this Full Release as of the date first above written.

**McDONNELL DOUGLAS  
FINANCE CORPORATION**

By



Title

Director-Equipment Portfolio

STATE OF CALIFORNIA

)

) ss.

COUNTY OF LOS ANGELES

)

On this 10<sup>th</sup> day of May, 1991, before me personally appeared Gary A. Willett  
personally known to me to be to be the person who executed the within instrument as Director - Equip. Portfolio of McDonnell Douglas Finance Corporation and acknowledged  
to me that the corporation executed it.



Wendy T. Elenes  
Notary Public



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